

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NEW YORK**

-----X	:
IN RE	:
	:
VISA CHECK/MASTERMONEY ANTITRUST	: MASTER FILE NO. CV-96-5238
LITIGATION	: (Gleeson, J.) (Mann, M.J.)
	:
-----X	:
	:
This Document Relates To:	:
All Actions	:
	:
-----X	:

**STIPULATION AND ORDER CONCERNING CERTAIN INFORMATION PROVIDED
BY VISA AND MASTERCARD TO PLAINTIFFS' COUNSEL IN CONNECTION WITH
THE VISA AND MASTERCARD SETTLEMENT AGREEMENTS**

On June 4, 2003, Plaintiffs entered into separate settlement agreements with Visa U.S.A. Inc. ("Visa") and MasterCard International Incorporated ("MasterCard") to resolve this litigation (the "Settlement Agreements"). On June 13, 2003, the Court entered an order granting preliminary approval of the two settlement agreements (the "Preliminary Approval Order"). In connection with the Settlement Agreements, certain information has been and could in the future be requested of Visa or MasterCard by plaintiffs in this litigation for enforcement or interpretation of the Settlement Agreements (the "Information"). To the extent Visa or MasterCard provide such Information, they are doing so subject to the following Order of the Court:

1. Any and all Information provided by Visa or MasterCard that is nonpublic, highly sensitive information relating to business plans, market analyses and/or trade secrets or other commercially sensitive, proprietary information ("Confidential Information") may be designated "Confidential" by Visa or MasterCard. Such Confidential Information shall not be used for any purpose other than for the enforcement or interpretation of the Settlement Agreement, and shall not be disclosed by plaintiffs' counsel to anyone other than those

employees of the named plaintiff to whom such disclosure is necessary for that purpose. If appended to any submissions or filings with the Court, such Confidential Information shall be filed under seal.

2. Exhibit C to plaintiffs' July 17, 2003 application against Visa and Exhibits B, C and F to plaintiffs' July 17, 2003 application against MasterCard shall be deemed Confidential Information for purposes of this Order and shall be filed under seal.

3. To ensure compliance with the foregoing, all employees of the named plaintiffs who are to have access to the Confidential Information shall, before being given access to the Confidential Information, sign the Confidentiality Agreement attached hereto as Exhibit A and forward the executed Confidentiality Agreement to counsel for Visa and MasterCard listed below.

4. Plaintiffs reserve the right to seek to modify this Order to allow others access to the information if they believe such access is necessary, and Visa and MasterCard each reserve the right to oppose any such application by plaintiffs.

5. Plaintiffs may challenge Visa or MasterCard's designation of materials as Confidential Information by application to the Court. Such a challenge shall be made only after the parties have met and conferred in good faith to resolve the issue. The confidentiality of the Confidential Information under challenge shall be maintained pending resolution of plaintiffs' challenge.

So Ordered,


JOHN GLEESON, U.S.D.J.

Dated: August __, 2003
Brooklyn, New York